

**EXHIBIT E2**

**McGUIREWOODS**

**Dion W. Hayes**  
**804.775.1144**

**One James Center**  
**901 East Cary Street**  
**Richmond, VA 23219-4030**

January 9, 2009

**REMITTANCE COPY**  
**PLEASE RETURN WITH PAYMENT**  
**DIRECT ACCOUNTING INQUIRIES TO (804) 775-1601 or (800) 775-2202**

INVOICE NO. 91100770

Circuit City Stores, Inc.  
9950 Mayland Drive  
Richmond, VA 23233

TAX ID NO. 54-0505857

JOINT GROUP #2055557

Balance Forward from Prior Invoices: \$237,139.65  
*(IF BALANCE FORWARD PREVIOUSLY PAID, PLEASE DISREGARD)*

Current Invoice:		
Current Fees:	\$415,940.00	
Current Disbursements:	<u>\$14,668.60</u>	
Current Invoice Total:		<u>\$430,608.60</u>
Total Balance Due:		<u><u>\$667,748.25</u></u>

PLEASE REMIT PAYMENT TO THE FOLLOWING ADDRESS:

McGuireWoods LLP  
Attn: Accounts Receivable  
901 E. Cary Street  
Richmond, VA 23219-4030

**PAYMENT IN FULL IS DUE UPON PRESENTATION**



Dion W. Hayes  
804.775.1144

One James Center  
901 East Cary Street  
Richmond, VA 23219-4030

January 9, 2009

Circuit City Stores, Inc.  
9950 Mayland Drive  
Richmond, VA 23233

Bill Through: 12/31/08

**INVOICE NO. 91100770**

**TAX ID NO. 54-0505857**

**FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED:**

**Re: General Case Administration**  
**Our File No. 2055557-0010**  
**Circuit City Contact R. Hedgebeth**  
**McGuireWoods Contact D. Hayes**

- 12/01/08 Analyze multiple pleadings and docket, revise agenda and multiple calls and e-mails regarding same (2.4); analyze issues and multiple calls from various parties (1.5); file affidavits of publication (.3); analyze issues regarding bar date order and notice (.3); analyze orders for omnibus hearing and e-mails regarding same (.4)  
Sarah B. Boehm 4.90 hours at 400.00 per hour. \$1,960.00
- 12/01/08 Multiple telephone calls and e-mails with claimants regarding bankruptcy case, lawsuits, notices, and other related issues and review and analyze material and documents regarding same (2.7); e-mails with FTI and other professionals regarding schedules and notice and other related issues (1.3); review and analyze docket, pleadings, notices, and other items regarding December 5, 2008 omnibus hearing and draft and revise agenda regarding

	same (.9)		
	Daniel F. Blanks	4.90 hours at 350.00 per hour.	\$1,715.00
12/01/08	Prepare and revise 12/5/08 hearing agenda (5.0); review docket and revise hearing binder (2.0)		
	Linda J. Neilson	7.00 hours at 165.00 per hour.	\$1,155.00
12/01/08	Access and work on creditor telephone call log (2.3); review electronic service accounts for reclamation and utility demands (.8)		
	Karen B. Cain	3.10 hours at 175.00 per hour.	\$542.50
12/02/08	Finalize and file affidavits of publication (.4); analyze and revise agenda for omnibus hearing (.8); analyze and distribute correspondence from multiple parties (.9); analyze various objections to multiple motions (.7); multiple calls to and from various parties in interest (.8); multiple calls and e-mails with court regarding omnibus hearing (.4)		
	Sarah B. Boehm	4.00 hours at 400.00 per hour.	\$1,600.00
12/02/08	Bankruptcy Court docket research to obtain documents for attorney review		
	D. Morrison de Lopez	.40 hours at 180.00 per hour.	\$72.00
12/02/08	Revise documents for hearing on 12/5/08 (1.7); revise proposed hearing agenda (1.0)		
	Linda J. Neilson	2.70 hours at 165.00 per hour.	\$445.50
12/02/08	Updating telephone hotline call log (1.1); return telephone calls (.7)		
	Karen B. Cain	1.80 hours at 175.00 per hour.	\$315.00
12/03/08	Review and revise agenda and telephone conferences and e-mails with debtors professionals regarding same (.8); e-mails regarding and preparation for hearings on December 5, 2008 (.4); e-mails and telephone conferences with creditors regarding questions on scope of first day relief (.4)		
	Douglas M. Foley	1.60 hours at 525.00 per hour.	\$840.00

12/03/08 Analyze, revise, finalize, file and handle service of multiple pleadings for upcoming omnibus hearing and multiple calls and e-mails with numerous parties regarding same (5.1); analyze and distribute correspondence from numerous parties (.8); multiple calls from parties in interest, shareholders and landlords (.8); analyze objections (.9)  
Sarah B. Boehm 7.60 hours at 400.00 per hour. \$3,040.00

12/03/08 Multiple telephone calls and e-mails with claimants, parties, and case constituencies regarding bankruptcy case, deadlines, omnibus hearings, and other related issues and review and analyze pleadings, documents, and other items regarding same and multiple e-mails and telephone calls with I. Fredericks regarding case administration and related issues (1.3); prepare, draft, revise, and update orders and notices for December 5, 2008 omnibus hearing and multiple telephone conference and e-mails with I. Fredericks regarding same (1.1); prepare and execute blacklines of proposed orders and notices and file same with Bankruptcy Court (.8); draft, revise, analyze, and update proposed hearing agenda for December 5, 2008 and review docket and pleadings regarding same and conferences with S. Boehm, D. Foley, and L. Neilson regarding same (.9)  
Daniel F. Blanks 4.20 hours at 350.00 per hour. \$1,470.00

12/03/08 Prepare documents for attorney review in preparation for hearing (1.1)  
D. Morrison de Lopez 1.10 hours at 180.00 per hour. \$198.00

12/03/08 Review docket and revise hearing agenda and prepare for filing  
Linda J. Neilson 6.40 hours at 165.00 per hour. \$1,056.00

12/03/08 Arrange for dedicated telephone line for incoming calls from creditors (.3); update chart of calls (.7); prepare omnibus hearing binders for professionals (1.7)  
Karen B. Cain 2.70 hours at 175.00 per hour. \$472.50

12/04/08 Telephone conferences and meetings with client and co-counsel to begin preparation for omnibus hearing on December 5, 2008 (4.9); review, draft, revise filed opposition memorandum to various motions and review creditor objections (1.1); telephone conference with creditors regarding status of resolution of objections (.6)  
Douglas M. Foley 6.60 hours at 525.00 per hour. \$3,465.00

12/04/08 Finalize and file affidavits of service (.4); analyze and revise multiple pleadings, finalize and file multiple pleadings, prepare for first omnibus hearing and multiple calls and e-mails regarding same (8.1); analyze and distribute correspondence from numerous parties (.7)  
Sarah B. Boehm 9.20 hours at 400.00 per hour. \$3,680.00

12/04/08 Prepare for December 5, 2008 omnibus hearing and draft and revise proposed orders for submission and multiple telephone conferences and e-mails with chambers, committee, and Skadden regarding same  
Daniel F. Blanks 3.60 hours at 350.00 per hour. \$1,260.00

12/04/08 Multiple telephone conferences with claimants and other parties regarding December 5, 2008 omnibus hearing and related issues and review and analyze multiple documents and pleadings regarding same (3.4); prepare for and participate in preparation for December 5, 2008 omnibus hearing and conferences and e-mails and telephone conferences with I. Fredericks, G. Galardi, and D. Foley regarding same (2.7)  
Daniel F. Blanks 6.10 hours at 350.00 per hour. \$2,135.00

12/04/08 Prepare notebooks and other documentation for attorney review for hearing (4.9); correspondence with professionals regarding preparation for hearing (.6)  
D. Morrison de Lopez 5.50 hours at 180.00 per hour. \$990.00

12/04/08 Prepare documents for 12/5/08 hearing and revise hearing agenda  
Linda J. Neilson 9.60 hours at 165.00 per hour. \$1,584.00

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12/04/08	Prepare revisions to omnibus agenda (1.9); prepare multiple comparisons of omnibus orders (2.1); prepare omnibus hearing binders for professionals (3.7); assist with omnibus hearing preparations (1.2) Karen B. Cain 8.90 hours at 175.00 per hour.	\$1,557.50
12/05/08	Continue preparation and attend omni hearings on December 5, 2008 and meetings with client and co-counsel regarding same (7.4); e-mails regarding notice of commencement and 341 meeting date and time (.3); conference and e-mails with debtors professionals regarding submission of orders and revise orders as a result of rulings and settlements relating to December 5, 2008 matters (.4) Douglas M. Foley 8.10 hours at 525.00 per hour.	\$4,252.50
12/05/08	Prepare for and attend omnibus hearing (6.1); analyze, revise and submit various orders (.8); analyze and distribute correspondence (.6) Sarah B. Boehm 7.50 hours at 400.00 per hour.	\$3,000.00
12/05/08	Review, analyze, and revise multiple orders, notices, and other pleadings for hearing and conferences with I. Fredericks, G. Galardi, and D. Foley regarding same and preparation for December 5, 2008 omnibus hearings and telephone conferences and e-mails with chambers and constituencies regarding same (8.5); telephone conferences and e-mails with claimants, shareholders, and other parties in interest regarding bankruptcy case and other related issues and review matters regarding same (1.2) Daniel F. Blanks 9.70 hours at 350.00 per hour.	\$3,395.00
12/05/08	Review and catalog creditor inquiries (2.6) D. Morrison de Lopez 2.60 hours at 180.00 per hour.	\$468.00
12/05/08	Prepare documents for hearing (2.75); attend hearing (5.75); organize documents from hearing (2.0) Linda J. Neilson 10.50 hours at 165.00 per hour.	\$1,732.50
12/05/08	Assist with omnibus hearing preparations (2.9); prepare revisions to omnibus agenda (1.7); prepare omnibus hearing binders for professionals (2.7); attend hearing and assist with preparation of comparisons of omnibus orders (1.9) Karen B. Cain 9.20 hours at 175.00 per hour.	\$1,610.00

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12/06/08	Review, analyze and revise proposed orders and e-mails with I. Fredericks regarding same Daniel F. Blanks 1.10 hours at 350.00 per hour.	\$385.00
12/07/08	E-mails regarding follow-up on orders relating to December 5, 2008 hearings and review same (.9) Douglas M. Foley .90 hours at 525.00 per hour.	\$472.50
12/07/08	Finalize and file multiple affidavits of service for KCC (.4); analyze issues and multiple calls and e-mails regarding revisions to first day orders (.4) Sarah B. Boehm .80 hours at 400.00 per hour.	\$320.00
12/07/08	Draft, analyze, and revise multiple proposed orders and review e-mails, documents, and other material regarding same (1.2); telephone calls to parties in interest regarding bankruptcy case and related issues (.6) Daniel F. Blanks 1.80 hours at 350.00 per hour.	\$630.00
12/08/08	Several e-mails with co-counsel and client regarding order from December 5, 2008 hearing and review same (1.4); e-mails with creditors counsel regarding same (.5); review and revise shopping.com order and e-mails with opposing counsel regarding same (.4); e-mails with client regarding United States Trustee bankruptcy administration forms regarding bank accounts (.3) Douglas M. Foley 2.60 hours at 525.00 per hour.	\$1,365.00
12/08/08	Analyze, revise and submit multiple orders and multiple calls e-mails regarding same (1.4); multiple calls and e-mails regarding service of entered orders (.2); multiple calls and correspondence from various parties (.7) Sarah B. Boehm 2.30 hours at 400.00 per hour.	\$920.00
12/08/08	Telephone conference and e-mails with L. Neilson, D. Foley, S. Boehm, and K. Cain regarding case calendar and hearing agenda and related issues (.7); multiple telephone conferences and e-mails with claimants, creditors, and other parties regarding bankruptcy case and related issues and review material regarding same (2.2) Daniel F. Blanks 2.90 hours at 350.00 per hour.	\$1,015.00



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12/08/08	E-mails with I. Fredericks regarding local rules and procedures and other issues Daniel F. Blanks .70 hours at 350.00 per hour.	\$245.00
12/08/08	Review and revise hearing agenda Linda J. Neilson .20 hours at 165.00 per hour.	\$33.00
12/08/08	Work on attorney log of telephone calls from creditors (1.6); conference with S. Boehm and D. Blanks regarding agenda and hearing binders for second omnibus objection hearing (.4); research bankruptcy court docket and analyze filings (.8); work on case calendar for professionals (1.1) Karen B. Cain 3.90 hours at 175.00 per hour.	\$682.50
12/09/08	Several telephone conferences and e-mails with creditors and creditors counsel regarding general case information (.7); e-mails with client and creditors attorneys regarding December 5, 2008 hearing and order and review and revise same (1.7) Douglas M. Foley 2.40 hours at 525.00 per hour.	\$1,260.00
12/09/08	Analyze, revise, submit and multiple calls and e-mails regarding multiple orders from omnibus hearing (2.1); multiple calls to parties and update phone log (.9); analyze and revise case calendar (.4); analyze correspondence from various parties and em same (.9) Sarah B. Boehm 4.30 hours at 400.00 per hour.	\$1,720.00
12/09/08	Multiple telephone calls and e-mails with claimants, creditors, parties in interest, and others regarding bankruptcy case and related issues and review and analyze documents, pleadings, and other material regarding same (1.5); review and revise case calendar and review and analyze docket and other materials regarding same (1.2); e-mails with professionals regarding deadlines for December 22, 2008 omnibus hearing and related issues (.4) Daniel F. Blanks 3.10 hours at 350.00 per hour.	\$1,085.00

12/09/08	Research bankruptcy court docket and analyze filings regarding hearing dates and deadlines to respond or object (2.7); update case calendar (1.2); monitor creditors telephone hotline (.9); conference with professionals regarding telephone calls and return same (1.1) Karen B. Cain 5.90 hours at 175.00 per hour.	\$1,032.50
12/10/08	E-mails regarding new motions for hearing on December 22, 2008 and timing of filing same (.4) Douglas M. Foley .40 hours at 525.00 per hour.	\$210.00
12/10/08	Draft, analyze, revise and submit multiple orders and multiple calls and e-mails regarding same (1.8); multiple calls to various parties and update call log (.7); analyze and distribute correspondence (.6) Sarah B. Boehm 3.10 hours at 400.00 per hour.	\$1,240.00
12/10/08	Multiple telephone conferences and e-mails with claimants and creditors regarding bankruptcy case and related issues and review and analyze documents, pleadings, and other material regarding same (2.2); review pleadings and other material regarding case calendar and agenda (1.3) Daniel F. Blanks 3.50 hours at 350.00 per hour.	\$1,225.00
12/10/08	Research docket and prepare agenda for second omnibus hearing Linda J. Neilson 5.20 hours at 165.00 per hour.	\$858.00
12/10/08	Research documents to assist with depositions (.9); prepare binders for professionals (1.1); monitor creditor hot line calls (.9); work on call log of creditor inquiries (.7); research bankruptcy court docket and filings (2.3); work on case calendar (.9); monitor electronic e-mail account (.8) Karen B. Cain 7.60 hours at 175.00 per hour.	\$1,330.00
12/11/08	Analyze and revise various orders and multiple calls and e-mails with chambers, clerk's office and various parties regarding entry of same (1.6); telephone conference with C. Miller and D. Heathcoat regarding notice of commencement (.3); revise notice of commencement and e-mail same to C. Miller and D. Heathcoat (.6); analyze pleadings and analyze issues regarding agenda (.9); correspondence regarding bank release for US Trustee's office (.3); multiple	

e-mails with KCC regarding service of entered orders (.7); analyze correspondence and pleadings (.6); multiple calls from various parties (.7)  
Sarah B. Boehm 5.70 hours at 400.00 per hour. \$2,280.00

12/11/08 Multiple telephone calls and e-mails with claimants, creditors, and other parties regarding bankruptcy and related issues (1.5); update case calendar and review material regarding same (.5); telephone conferences and e-mails with United States Trustee regarding certain issues and e-mails with Debtors' professionals regarding same (.7)  
Daniel F. Blanks 2.70 hours at 350.00 per hour. \$945.00

12/11/08 Prepare proposed agenda for 12/22/08 hearing  
Linda J. Neilson 1.60 hours at 165.00 per hour. \$264.00

12/12/08 Review and finalize for filing pleadings for hearing on 12/22 (1.7); review changes to bar date notice and notice of commencement (.3)  
Douglas M. Foley 2.00 hours at 525.00 per hour. \$1,050.00

12/12/08 Revise multiple orders and correspondence with clerk's office regarding same (.6); revise, finalize and file notice of commencement and bar date notice (.6); telephone conference with D. Heathcoat and C. Miller regarding same (.3); multiple calls from various parties and analyze correspondence (1.8)  
Sarah B. Boehm 3.30 hours at 400.00 per hour. \$1,320.00

12/12/08 Multiple telephone conferences with parties, claimants, creditors, and parties in interest regarding bankruptcy cases and related issues and review and analyze issues and documents regarding same (1.4); e-mails and telephone conferences with I. Fredericks regarding local rules and related issues (.5); review and analyze claims bar date notices and other documents and telephone conferences with professionals regarding same (.5)  
Daniel F. Blanks 2.40 hours at 350.00 per hour. \$840.00

12/12/08 Revise proposed agenda for 12/22/08 hearing  
Linda J. Neilson 1.60 hours at 165.00 per hour. \$264.00

12/14/08 Prepare documents for depositions (1.7); review docket and revise 12/22/08 hearing agenda (2.3)  
Linda J. Neilson 4.00 hours at 165.00 per hour. \$660.00

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12/15/08	Multiple e-mails and telephone conferences with parties in interest and other entities regarding bankruptcy case and related issues and procedures Daniel F. Blanks 2.60 hours at 350.00 per hour.	\$910.00
12/15/08	Revise proposed hearing agenda for 12/22/08 hearing Linda J. Neilson 1.10 hours at 165.00 per hour.	\$181.50
12/15/08	Prepare deposition binders (2.7); assist with deposition preparations (1.8) Karen B. Cain 4.50 hours at 175.00 per hour.	\$787.50
12/16/08	Analyze issues regarding agenda and e-mails regarding same Sarah B. Boehm .30 hours at 400.00 per hour.	\$120.00
12/16/08	Multiple telephone conferences and e-mails with claimants and parties in interest regarding bankruptcy case and related issues Daniel F. Blanks 2.90 hours at 350.00 per hour.	\$1,015.00
12/16/08	Review docket and retrieve information for revisions to proposed hearing agenda for 12/22/08 hearing (1.3); prepare documents for hearing (2.7) Linda J. Neilson 4.00 hours at 165.00 per hour.	\$660.00
12/16/08	Monitor telephone calls on creditor hot line (.6); work on call log for professionals (.5); return calls to specific creditors (.6); review and analyze documents for production (1.1); work on deposition binders (1.2); assist with deposition preparations (1.9) Karen B. Cain 5.90 hours at 175.00 per hour.	\$1,032.50
12/17/08	Review and revise agendas for December 22, 2008 dockets and e-mails with co-counsel and client regarding same (.7); e-mails with client regarding WARN payments and protocol under relief granted in first day orders and post petition separations (.4); e-mails with client regarding PTO Communication issues and payment of certain wages (.2) Douglas M. Foley 1.30 hours at 525.00 per hour.	\$682.50

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12/17/08	Analyze issues regarding agenda and hearing preparation and multiple e-mails regarding same (.6); review multiple pleadings and e-mails regarding same (.7); e-mails with G. Fathergill regarding omnibus hearing arrangements (.1); analyze and distribute correspondence from multiple parties (1.1); multiple calls and e-mails from various parties (.6) Sarah B. Boehm 3.10 hours at 400.00 per hour.	\$1,240.00
12/17/08	Multiple e-mails and telephone calls with creditors and parties in interest regarding bankruptcy case and related issues (1.6); e-mails with F. Telagadas and others regarding permits and other items in default and strategies regarding same and analyze issues regarding same and review material and documents regarding same (1.2) Daniel F. Blanks 2.80 hours at 350.00 per hour.	\$980.00
12/17/08	Conference with professionals regarding procedure for assisting with second omnibus hearing (.6); assist professionals in preparing for second omnibus hearing (1.2) D. Morrison de Lopez 1.80 hours at 180.00 per hour.	\$324.00
12/17/08	Teleconference regarding proposed hearing agenda (.3); prepare documents for hearing (2.4) Linda J. Neilson 2.70 hours at 165.00 per hour.	\$445.50
12/17/08	Monitor creditor hot line (.9); work on creditor hot line phone log including returning calls to creditors (1.7); research bankruptcy court docket and filings for hearing issues (1.1); multiple telephone calls regarding agenda and hearing binder preparation (.9) Karen B. Cain 4.60 hours at 175.00 per hour.	\$805.00
12/18/08	Review, analyze and revise agendas for hearings at 10 a.m. and 1:00 p.m. for December 22, 2008 and e-mails and telephone conference with debtors professionals regarding same (1.6); e-mails with client and debtors professionals regarding WARN Act issues post petition (.3) Douglas M. Foley 1.90 hours at 525.00 per hour.	\$997.50

12/18/08 Revise, finalize and file agendas for omnibus hearings and multiple calls and e-mails regarding same (1.2); analyze entered orders and e-mails with KCC regarding service (.4); analyze correspondence and e-mails regarding same (.9); revise notice of rescheduled hearings (.1); analyze, revise, finalize and file various pleadings and e-mails with KCC regarding service (2.1); multiple calls from various parties regarding omnibus hearing (.8) Sarah B. Boehm 5.50 hours at 400.00 per hour. \$2,200.00

12/18/08 Multiple telephone calls and e-mails with creditors and parties in interest regarding bankruptcy case and other related issues and review and analyze documents, pleadings, and other material regarding same (1.4); draft and revise proposed hearing agendas for December 22, 2008 omnibus hearings, review docket, pleadings, other material regarding same (1.2) Daniel F. Blanks 2.60 hours at 350.00 per hour. \$910.00

12/18/08 Prepare documents for 12/22/08 hearing (4.1); revise hearing agenda (.7) Linda J. Neilson 4.80 hours at 165.00 per hour. \$792.00

12/19/08 Review and revise and organize agendas for hearings on December 22, 2008 and e-mails with debtors professionals and client regarding same (1.7); telephone conference and e-mails with debtors professionals regarding status of resolution of various matters (.4) Douglas M. Foley 2.10 hours at 525.00 per hour. \$1,102.50

12/19/08 E-mails with KCC regarding bar date notice publication (.2); analyze amended agendas and multiple e-mails regarding same (.6); analyze documents and prepare for omnibus hearing (1.1); finalize, file and e-mails regarding service of multiple objections and responses for omnibus hearing (.8); multiple calls and e-mails from various parties (.6) Sarah B. Boehm 3.30 hours at 400.00 per hour. \$1,320.00

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12/19/08	Multiple telephone conferences and e-mails with parties in interest regarding bankruptcy case and related issues and review and analyze documents and other material regarding same (1.2); review, revise and file proposed agendas regarding December 22, 2008 omnibus hearings (.9)	Daniel F. Blanks	2.10 hours at 350.00 per hour.	\$735.00
12/19/08	Prepare documents for 12/22/08 hearing (3.5); revise hearing agenda (1.1)	Linda J. Neilson	4.60 hours at 165.00 per hour.	\$759.00
12/19/08	Monitor creditor telephone hot line (.6); work on chart of calls and circulate to professionals (.4); research and analyze bankruptcy court docket and filings (.7); work on case calendar (.9)	Karen B. Cain	2.60 hours at 175.00 per hour.	\$455.00
12/20/08	Review new filings (responses and replies) in preparation for omni hearings on December 22, 2008 and e-mails regarding possible resolution of same	Douglas M. Foley	2.60 hours at 525.00 per hour.	\$1,365.00
12/20/08	Prepare documents for 12/22/08 hearings	Linda J. Neilson	3.50 hours at 165.00 per hour.	\$577.50
12/21/08	Prepare for omni hearings on December 22, 2008 (4.9)	Douglas M. Foley	4.90 hours at 525.00 per hour.	\$2,572.50
12/21/08	Analyze publication proofs for bar date notice (.3); finalize and file multiple affidavits of service (.7); analyze multiple pleadings, responses and related documents, revise agenda and prepare for omnibus hearing (4.3)	Sarah B. Boehm	5.30 hours at 400.00 per hour.	\$2,120.00
12/21/08	Prepare for December 22, 2008 omnibus hearing and review, analyze, and revise multiple pleadings, notices, orders, and other items regarding same and conferences with I. Fredericks, K. Grant, and D. Foley regarding same (8.8); revise and file hearing agendas and review material regarding same (1.5)	Daniel F. Blanks	10.30 hours at 350.00 per hour.	\$3,605.00

12/21/08 Prepare binders and documents for 12/22/08  
hearings (9.6); review and revise hearing  
agendas (1.4)  
Linda J. Neilson 11.00 hours at 165.00 per hour. \$1,815.00

12/21/08 Assist with omnibus objection hearing  
preparation (4.1); research bankruptcy court  
docket (2.1); analyze objection filings and  
related documents (3.7); prepare omnibus  
hearing binders for professionals (2.1)  
Karen B. Cain 12.00 hours at 175.00 per hour. \$2,100.00

12/22/08 Prepare for and participate in omni hearings  
(8.5); review forms of notices and forms of  
orders and e-mails with debtors professionals  
regarding same (9.4)  
Douglas M. Foley 9.40 hours at 525.00 per hour. \$4,935.00

12/22/08 Prepare for and attend omnibus hearing (8.3);  
multiple calls and e-mails regarding orders  
(.7); analyze correspondence and return  
multiple calls (.5)  
Sarah B. Boehm 9.50 hours at 400.00 per hour. \$3,800.00

12/22/08 Prepare for and participate in December 22,  
2008 omnibus hearing and prepare multiple  
notices, orders, pleadings, and other material  
regarding same and multiple conferences and  
e-mails with counsel regarding same (9.5);  
draft and file motion to file DIP related  
documents under seal (1.2); draft and file  
amended agendas for December 22, 2008 omnibus  
hearing (.9)  
Daniel F. Blanks 11.60 hours at 350.00 per hour. \$4,060.00

12/22/08 Assist with omnibus hearing preparations (2.2);  
provide hearing support for professionals (1.2)  
D. Morrison de Lopez 3.40 hours at 180.00 per hour. \$612.00

12/22/08 Prepare documents for hearing (6.0); review and  
revise hearing agenda (1.1); attend hearings  
(5.4)  
Linda J. Neilson 12.50 hours at 165.00 per hour. \$2,062.50

12/22/08 Research filings to support amended agenda  
(2.1); assist with omnibus hearing preparations  
(4.1); provide hearing support for  
professionals (5.2)  
Karen B. Cain 11.40 hours at 175.00 per hour. \$1,995.00



12/23/08 Review and finalized edits to forms of orders and e-mails with debtors professionals and opposing counsel regarding same (2.4); e-mails and telephone conferences with chambers regarding same (.3); e-mails regarding finalization of publication notices regarding bar date and 341 meeting and service of orders (.4)  
Douglas M. Foley 3.10 hours at 525.00 per hour. \$1,627.50

12/23/08 Revise, finalize and submit multiple orders from omnibus hearing and multiple calls and e-mails regarding same (2.7); multiple calls from various parties and update phone log (.8); multiple calls and e-mails regarding service of various orders (.7)  
Sarah B. Boehm 4.20 hours at 400.00 per hour. \$1,680.00

12/23/08 Multiple telephone conferences and e-mails with creditors and parties in interest regarding bankruptcy case and December 22, 2008 omnibus hearings and related issues (3.4); draft and revise multiple orders and submit same to chambers and e-mails with parties regarding same (1.3); e-mails with F. Telegadas regarding prepetition claims and certain payment terms (.8); e-mails with M. Roberts regarding ordinary course professionals (.4)  
Daniel F. Blanks 5.90 hours at 350.00 per hour. \$2,065.00

12/23/08 Prepare supplemental designation of appellee documents for court (1.1); prepare filing with bankruptcy court (.7); monitor creditor telephone hot line and chart calls (3.9); organize documents (.5)  
Karen B. Cain 6.20 hours at 175.00 per hour. \$1,085.00

12/24/08 E-mails with client and debtors professionals regarding follow-up on various issues relating to orders entered from December 22, 2008 hearing  
Douglas M. Foley .60 hours at 525.00 per hour. \$315.00

12/24/08 Analyze entered orders and e-mails regarding service (.8); analyze and revise various orders and e-mails with counsel and court regarding same (.4); e-mails with KCC regarding affidavit of mailing bar date notice (.2)  
Sarah B. Boehm 1.40 hours at 400.00 per hour. \$560.00

12/24/08 Multiple telephone calls and e-mails with claimants and parties regarding bankruptcy case and related issues and return multiple telephone calls regarding same (1.8); e-mails with M. Roberts and F. Telegadas regarding bankruptcy issues regarding suits, ordinary course professionals and related issues (.6); review bar date orders and notices (.5)  
Daniel F. Blanks 2.90 hours at 350.00 per hour. \$1,015.00

12/24/08 Work on binder of appellee additional item designations (.4); monitor creditor telephone hot line (.7); work on chart of calls and circulate to professionals (.6)  
Karen B. Cain 1.70 hours at 175.00 per hour. \$297.50

12/26/08 Multiple telephone calls with creditors and parties in interest regarding case and related issues and analyze issues and documents regarding same  
Daniel F. Blanks .90 hours at 350.00 per hour. \$315.00

12/28/08 E-mails with client and debtors professionals regarding logistics and timing of new filings for week of January 5th and status of payment of certain shipping claims relating to preservation of evidence relating to prepetition claims  
Douglas M. Foley .40 hours at 525.00 per hour. \$210.00

12/29/08 Telephone conference with and e-mails with debtors professionals regarding possible sale strategy and timing of filing motion for procedures (.4); e-mails and analysis with client regarding payment of certain prepetition claims pursuant to first day relief and issues relating to store level operations including false alarm violations (.5); review entered orders from December 22, 2008 hearing (.2)  
Douglas M. Foley 1.10 hours at 525.00 per hour. \$577.50

12/29/08 Analyze case calendar (.4); finalize and file multiple affidavits of service and e-mails regarding same (.5); analyze correspondence (.8); multiple calls from various parties (1.6)  
Sarah B. Boehm 2.90 hours at 400.00 per hour. \$1,160.00

12/29/08 Draft letters to insurance companies regarding debtor in possession status of Circuit City and any payments should be directed to Circuit City and not a Chapter 11 trustee (.9); multiple telephone calls and e-mails with parties in interest regarding bankruptcy case and related issues and answer questions regarding same and e-mails and telephone calls with client regarding strategies and related issues (2.6)  
Daniel F. Blanks 3.50 hours at 350.00 per hour. \$1,225.00

12/29/08 Monitor creditor telephone hot line (3.3); return calls from creditor hot line (2.8); research bankruptcy court docket (.9); work on case calendar (.4); status of calendar and telephone call log to professionals (.2)  
Karen B. Cain 7.60 hours at 175.00 per hour. \$1,330.00

12/30/08 Analyze, finalize and file list of equity security holders and multiple calls and e-mails regarding same  
Sarah B. Boehm .90 hours at 400.00 per hour. \$360.00

12/30/08 Analyze correspondence (.6); multiple calls from various parties (1.4); e-mails with KCC regarding service of various documents (.2)  
Sarah B. Boehm 2.20 hours at 400.00 per hour. \$880.00

12/30/08 Multiple telephone calls and e-mails with parties in interest regarding bankruptcy and related issues and review material regarding same  
Daniel F. Blanks 1.90 hours at 350.00 per hour. \$665.00

12/30/08 Monitor creditor telephone hot line (2.6); work on telephone call log and return telephone calls (3.9); status of calls to professionals (.1); prepare pleading binders for next omnibus objection hearing (2.1)  
Karen B. Cain 8.70 hours at 175.00 per hour. \$1,522.50

12/31/08 Telephone call to Chambers and courtroom deputy regarding January 6, 2009 hearing date and conference with debtors professionals regarding same  
Douglas M. Foley .40 hours at 525.00 per hour. \$210.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$525.00	0.8	\$420.00

Daniel F. Blanks	\$350.00	1.3	\$455.00
TOTAL FEES		2.1	\$875.00

**Re: Corporate Governance**

**Our File No. 2055557-0040**

**Circuit City Contact R. Hedgebeth**

**McGuireWoods Contact D. Hayes**

12/02/08 Participate in a meeting of the Compensation Committee by conference telephone  
Robert L. Burrus Jr. 1.50 hours at 700.00 per hour. \$1,050.00

12/04/08 Participate in a meeting of the Board of Directors by conference telephone  
Robert L. Burrus Jr. 3.00 hours at 700.00 per hour. \$2,100.00

12/05/08 Review project requirements with K. DeLuca for processing letters to directors that were received from J. Oakey of Circuit City and reviewed on November 25th  
Jane Whitt Sellers .40 hours at 540.00 per hour. \$216.00

12/05/08 Review board policy regarding communications with directors and prior letters from J. Sellers to client (1.6); review letters provided by client for processing pursuant to the policy (1.2); categorize letters and actions to be taken (.3); discuss policy and how it applies to specific letters with J. Sellers (.2); draft letters to A. King, R. Brill and J. Oakey pursuant to the policy (2.3)  
Katherine K. DeLuca 5.60 hours at 245.00 per hour. \$1,372.00

12/09/08 Review and comment on draft letters to Messrs Brill (audit committee chair), King (lead director) and Oakey (in house corporate counsel) regarding director correspondence review  
Jane Whitt Sellers .60 hours at 540.00 per hour. \$324.00

12/09/08 Discuss draft letters with J. Sellers and revise according to her comments (1.2); prepare letters and packages to be sent to J. Oakey, R. Brill and A. King (.4); e-mail J. Oakey regarding packages (.1)  
Katherine K. DeLuca 1.70 hours at 245.00 per hour. \$416.50

12/10/08 Participate in the Nominating and Governance  
Committee by conference telephone  
Robert L. Burrus Jr. .60 hours at 700.00 per hour. \$420.00

12/11/08 Participate in the Executive Committee meeting  
by conference telephone  
Robert L. Burrus Jr. 1.50 hours at 700.00 per hour. \$1,050.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Robert L. Burrus Jr.	\$700.00	6.6	\$4,620.00
Jane Whitt Sellers	\$540.00	1.0	\$540.00
Katherine K. DeLuca	\$245.00	7.3	\$1,788.50
TOTAL FEES		14.9	\$6,948.50

**Re: Schedule and SOFAS**  
**Our File No. 2055557-0050**  
**Circuit City Contact R. Hedgebeth**  
**McGuireWoods Contact D. Hayes**

12/01/08 Continue analysis of scheduling issues relating  
to government claims, including unclaimed  
property issues and rebate checks, gift cards,  
customer claims, and telephone conferences and  
e-mails with client and debtors professionals  
regarding same  
Douglas M. Foley 1.30 hours at 525.00 per hour. \$682.50

12/02/08 Telephone conference and e-mails with client  
and FTI regarding schedules and notices  
relating to unclaimed property claimants,  
attorney generals, and unclaimed property  
administrators  
Douglas M. Foley .70 hours at 525.00 per hour. \$367.50

12/05/08 Conference and e-mails with debtors  
professionals regarding finalization, timing of  
filing schedules and statements  
Douglas M. Foley .30 hours at 525.00 per hour. \$157.50

12/07/08 E-mails with I. Fredericks regarding meetings  
regarding schedules and SOFAs and related  
issues and analyze issues regarding same  
Daniel F. Blanks .40 hours at 350.00 per hour. \$140.00

12/08/08 E-mails with FTI regarding schedules  
Sarah B. Boehm .40 hours at 400.00 per hour. \$160.00

12/08/08	Multiple e-mails and telephone conferences with FTI and Skadden regarding schedules and SOFAs and preparation for and strategies regarding December 10th meeting Daniel F. Blanks 1.30 hours at 350.00 per hour.	\$455.00
12/09/08	E-mails with parties regarding schedules and SOFA preparation and strategies regarding filing and other issues Daniel F. Blanks 1.10 hours at 350.00 per hour.	\$385.00
12/16/08	E-mails with FTI regarding schedules and SOFAs Sarah B. Boehm .30 hours at 400.00 per hour.	\$120.00
12/16/08	E-mails with I. Fredericks regarding filing schedules and related issues Daniel F. Blanks .50 hours at 350.00 per hour.	\$175.00
12/17/08	E-mails with FTI regarding schedules and SOFAs Sarah B. Boehm .20 hours at 400.00 per hour.	\$80.00
12/18/08	E-mails regarding finalization and timing of filing schedules and SOFAs Douglas M. Foley .60 hours at 525.00 per hour.	\$315.00
12/18/08	Multiple calls and e-mails regarding schedules and SOFAs Sarah B. Boehm .60 hours at 400.00 per hour.	\$240.00
12/19/08	E-mails regarding filing schedules and sofas for eighteen Circuit City debtors (.6); telephone conference with United States Trustee regarding same and status of case (.3) Douglas M. Foley .90 hours at 525.00 per hour.	\$472.50
12/19/08	Analyze, finalize and file schedules and SOFAs for eighteen debtors and multiple calls and e-mails regarding same Sarah B. Boehm 3.20 hours at 400.00 per hour.	\$1,280.00
12/23/08	Draft correspondence to US Trustee's office regarding CD of schedules and SOFAs Sarah B. Boehm .20 hours at 400.00 per hour.	\$80.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$525.00	3.8	\$1,995.00
Sarah B. Boehm	\$400.00	4.9	\$1,960.00
Daniel F. Blanks	\$350.00	3.3	\$1,155.00
	TOTAL FEES	12.0	\$5,110.00

**Re: Professional Retention/Fee Applications**  
**Our File No. 2055557-0070**  
**Circuit City Contact R. Hedgebeth**  
**McGuireWoods Contact D. Hayes**

12/02/08	Telephone conference with United States Trustee regarding employment applications and e-mails with debtors professionals regarding same Douglas M. Foley .40 hours at 525.00 per hour.	\$210.00
12/03/08	Several e-mails regarding non-objection and extensions on certain objections to retention papers for debtors professionals Douglas M. Foley .70 hours at 525.00 per hour.	\$367.50
12/04/08	Several e-mails with debtors professionals regarding status of entry of retention order and resolution of issues relating to FTI and Rothchild Douglas M. Foley .60 hours at 525.00 per hour.	\$315.00
12/05/08	E-mails with debtors professionals regarding employment applications for KPMG and DJM and timing of filing for December 22, 2008 hearing date Douglas M. Foley .30 hours at 525.00 per hour.	\$157.50
12/07/08	E-mails regarding new employment applications for debtors professionals and begin review of same Douglas M. Foley .80 hours at 525.00 per hour.	\$420.00
12/07/08	Finalize and submit employment application orders and e-mails regarding same (.4); analyze and revise multiple employment applications and analyze issues regarding same (.4) Sarah B. Boehm .80 hours at 400.00 per hour.	\$320.00
12/08/08	Finalize and submit employment order regarding Kirkland Sarah B. Boehm .20 hours at 400.00 per hour.	\$80.00
12/09/08	Review, revise and finalize monthly fee statement, interim compensation order, and e-mails with debtors professionals and client regarding same Douglas M. Foley 1.70 hours at 525.00 per hour.	\$892.50



12/09/08	Analyze issues regarding interim compensation procedures and multiple calls and e-mails regarding same (.7); draft correspondence regarding same (.8); e-mails regarding Kirkland employment order (.3) Sarah B. Boehm 1.80 hours at 400.00 per hour.	\$720.00
12/09/08	Review, analyze, and revise DJM engagement agreement and retention motion and e-mails with K. Grant regarding same Daniel F. Blanks .50 hours at 350.00 per hour.	\$175.00
12/10/08	E-mails with I. Fredericks regarding KPMG, PWC, and E&Y retention applications and related issues Daniel F. Blanks .90 hours at 350.00 per hour.	\$315.00
12/11/08	Multiple calls and e-mails from professionals regarding monthly fee statement procedures (.3); multiple calls and e-mails from Kirkland regarding employment order (.3) Sarah B. Boehm .60 hours at 400.00 per hour.	\$240.00
12/12/08	Draft, analyze, revise, finalize and file KPMG retention application and notice and multiple e-mails regarding same (.4); e-mail to R. Van Arsdale regarding excel monthly fee statement (.1); analyze multiple retention applications and ordinary course professionals and notices thereof (.8) Sarah B. Boehm 1.30 hours at 400.00 per hour.	\$520.00
12/12/08	Draft, analyze, revise, finalize and file retention applications for multiple professionals and draft notices and multiple e-mails with professionals regarding same (2.6); draft, analyze, revise, finalize, and file applications and ordinary course professionals and notices thereof (1.1) Daniel F. Blanks 3.70 hours at 350.00 per hour.	\$1,295.00
12/18/08	E-mails with PWC regarding OCP motion and related issues Daniel F. Blanks .40 hours at 350.00 per hour.	\$140.00
12/19/08	E-mails regarding order granting FTI employment application revisions and submit same for entry Sarah B. Boehm .30 hours at 400.00 per hour.	\$120.00

12/21/08 Analyze retention agreements of  
PriceWaterhouseCoopers, Ernst & Young, FTI, and  
KPMG and summarize memorandum for D. Foley  
regarding December 22, 2008 hearing  
Daniel F. Blanks .60 hours at 350.00 per hour. \$210.00

12/23/08 E-mails with KPMG regarding employment  
application and order  
Sarah B. Boehm .10 hours at 400.00 per hour. \$40.00

12/24/08 E-mails and telephone conference with client  
regarding OCP order and terms and status of  
certain payments to professionals  
Douglas M. Foley .40 hours at 525.00 per hour. \$210.00

12/24/08 E-mails regarding monthly fee statement  
requirements  
Sarah B. Boehm .20 hours at 400.00 per hour. \$80.00

12/30/08 E-mails with Skadden regarding ordinary course  
professionals retention issues and review order  
regarding same  
Daniel F. Blanks .50 hours at 350.00 per hour. \$175.00

12/31/08 E-mails with various professionals regarding  
monthly fee statements  
Sarah B. Boehm .30 hours at 400.00 per hour. \$120.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$525.00	4.9	\$2,572.50
Sarah B. Boehm	\$400.00	5.6	\$2,240.00
Daniel F. Blanks	\$350.00	6.6	\$2,310.00
TOTAL FEES		17.1	\$7,122.50

**Re: Creditors Committee**  
**Our File No. 2055557-0080**  
**Circuit City Contact R. Hedgebeth**  
**McGuireWoods Contact D. Hayes**

12/03/08 E-mails and conference with committee counsel  
regarding December 5, 2008 hearing matters and  
objections and review and analyze same  
Douglas M. Foley .80 hours at 525.00 per hour. \$420.00

12/04/08 E-mails with client and debtors professionals  
regarding status of issues in committee meeting  
and presentation  
Douglas M. Foley .30 hours at 525.00 per hour. \$157.50

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$525.00	1.1	\$577.50
TOTAL FEES		1.1	\$577.50

**Re: Automatic Stay**

**Our File No. 2055557-0090**

**Circuit City Contact R. Hedgebeth**

**McGuireWoods Contact D. Hayes**

12/01/08 E-mails and telephone conferences with client regarding pending lift stay motions by Funches and EEOC and strategy regarding same  
Douglas M. Foley .90 hours at 525.00 per hour. \$472.50

12/01/08 Analyze issues and telephone conference with D. Latta regarding EEOC motion to lift stay in E.D. Pennsylvania case (.4); analyze and revise objection to Funches motion to lift stay and expedited and analyze issues regarding same (.3); e-mails with D. O'Meara regarding EEOC case (.1)  
Sarah B. Boehm .80 hours at 400.00 per hour. \$320.00

12/01/08 Draft and revise objection to motion for relief from stay and motion for expedited filed by Funches and related relief and research multiple issues regarding same and review and analyze documents, pleadings, and other material regarding same and e-mails with parties regarding same  
Daniel F. Blanks 3.90 hours at 350.00 per hour. \$1,365.00

12/02/08 Review, revise, file opposition to Funches lift stay motion (1.6); telephone conferences and e-mails with client and opposing counsel regarding same (1.9); analyze for hearing on December 3, 2008 (.8); telephone conference with client regarding enforcement of stay issues and form of letters to attorneys and pro se litigants (.3)  
Douglas M. Foley .30 hours at 525.00 per hour. \$157.50

12/02/08 Research regarding EEOC case pending in E.D. Pennsylvania and e-mails regarding same (.8); telephone conferences with D. O'Meara and D. Latta regarding EEOC case (.4); telephone call from D. Latta regarding automatic stay issues and exceptions to automatic stay regarding California wage matter (.3); analyze issues regarding Funches lift stay motion, insurance and strategy regarding same (.3)  
Sarah B. Boehm 1.80 hours at 400.00 per hour. \$720.00

12/02/08 Continue draft, revise, and file objection to Funches motion for relief from stay and conferences and telephone calls with F. Telegadas and D. Foley regarding same  
Daniel F. Blanks 1.40 hours at 350.00 per hour. \$490.00

12/03/08 Several telephone conferences and e-mails with client, opposing counsel, and committee counsel, and attend hearing on Funches motion for relief from stay (3.3); review order regarding same (.4); telephone conference with city of Chicago counsel regarding same (.3); e-mails and telephone conferences with mechanic's lien claimants regarding potential relief from stay issues and review same (.3)  
Douglas M. Foley 4.30 hours at 525.00 per hour. \$2,257.50

12/03/08 Analyze issues regarding Funches lift stay matter and strategy regarding same  
Sarah B. Boehm .40 hours at 400.00 per hour. \$160.00

12/04/08 E-mails with opposing counsel and telephone conference with OCP and client regarding Funches lift stay matter (.4); e-mails and telephone conferences with client regarding form of stay violation letters for opposing counsel and pro se litigants (.8)  
Douglas M. Foley 1.20 hours at 525.00 per hour. \$630.00

12/04/08 Review automatic stay violation letter and analyze issues regarding same  
Sarah B. Boehm .30 hours at 400.00 per hour. \$120.00

12/04/08 E-mails with D. Foley and F. Telegadas regarding automatic stay letters and draft letter for Garcia and pro se litigants and conferences regarding same and analyze strategies regarding same  
Daniel F. Blanks 1.30 hours at 350.00 per hour. \$455.00

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12/05/08	Revise letter to counsel for R. Garcia regarding violation of the automatic stay and other related issues and file suggestion of bankruptcy with court and review and analyze other suits filed by pro se litigants and e-mails with F. Telegadas and C. Florence regarding same Daniel F. Blanks 1.50 hours at 350.00 per hour.	\$525.00
12/08/08	E-mails with client regarding automatic stay issues and enforcement letters responding to same, including issue with government entities Douglas M. Foley .50 hours at 525.00 per hour.	\$262.50
12/08/08	Draft order denying Shopping.com lift stay motion and multiple calls and e-mails regarding same Sarah B. Boehm .40 hours at 400.00 per hour.	\$160.00
12/08/08	Multiple e-mails with F. Telegadas regarding prepetition litigation and letters to counsel regarding violations of the automatic stay and related issues Daniel F. Blanks .70 hours at 350.00 per hour.	\$245.00
12/09/08	Telephone conference and e-mails with parties regarding consensual relief from stay and other related issues in Texas Daniel F. Blanks .60 hours at 350.00 per hour.	\$210.00
12/10/08	Draft multiple letters to counsel regarding automatic stay and related issues and suggestions in bankruptcy Daniel F. Blanks 1.60 hours at 350.00 per hour.	\$560.00
12/11/08	Telephone conference with M. Roberts regarding automatic stay exceptions and related issues Sarah B. Boehm .20 hours at 400.00 per hour.	\$80.00
12/11/08	Draft letters regarding violations of automatic stay and related issues and draft suggestions in bankruptcy regarding same Daniel F. Blanks 1.20 hours at 350.00 per hour.	\$420.00
12/14/08	E-mails with counsel for Funches regarding relief from stay Daniel F. Blanks .20 hours at 350.00 per hour.	\$70.00

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12/15/08	Review and analyze draft consent relief from stay motion and order regarding Hillsborough and e-mails regarding same Daniel F. Blanks .50 hours at 350.00 per hour.	\$175.00
12/16/08	E-mails with F. Telegadas regarding automatic stay actions and related issues Daniel F. Blanks .40 hours at 350.00 per hour.	\$140.00
12/17/08	E-mails regarding various lift stay matters and potential resolution of same Douglas M. Foley .80 hours at 525.00 per hour.	\$420.00
12/17/08	Review and analyze Hillsborough relief from stay motion and e-mails with counsel regarding same Daniel F. Blanks .70 hours at 350.00 per hour.	\$245.00
12/18/08	Review requests for consent relief from automatic stay and draft pleadings regarding eminent domain matter in Florida and e-mails with opposing counsel, debtors professionals and client regarding same (.5); e-mails regarding status of Chase credit card motion for hearing on December 22, 2008 (.3); review new motions for lift stay regarding setoff and recoupment issues by vendors (.4) Douglas M. Foley 1.20 hours at 525.00 per hour.	\$630.00
12/18/08	Draft suggestion in bankruptcy and draft letter to counsel for plaintiff regarding violation of the automatic stay and e-mails with F. Telegadas regarding same (.9); review consent motion for relief and e-mails with plaintiff regarding same (.5) Daniel F. Blanks 1.40 hours at 350.00 per hour.	\$490.00
12/19/08	Review and analyze response to US Signs motion for relief and NJ mechanics lien statute (.3); review new motions for relief and analyze response to same including claims for setoff and recoupment (.4) Douglas M. Foley .70 hours at 525.00 per hour.	\$367.50
12/19/08	Draft consent order for relief from stay and e-mails regarding same Daniel F. Blanks .50 hours at 350.00 per hour.	\$175.00

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12/23/08	E-mails with opposing counsel and client regarding lift stay matters, including Funches strategy for hearing on December 29, 2008 Douglas M. Foley .90 hours at 525.00 per hour.	\$472.50
12/23/08	Draft and send suggestions in bankruptcy and violations of the automatic stay letters to parties Daniel F. Blanks 1.20 hours at 350.00 per hour.	\$420.00
12/24/08	Revise consent decree regarding EEOC claim language and e-mails with D. O'Meara regarding same Sarah B. Boehm .20 hours at 400.00 per hour.	\$80.00
12/24/08	Draft and revise multiple letters regarding violations of automatic stay and suggestions in bankruptcy Daniel F. Blanks 1.50 hours at 350.00 per hour.	\$525.00
12/28/08	E-mails and analysis regarding excess insurance coverage policies for various lift stay matters Douglas M. Foley .30 hours at 525.00 per hour.	\$157.50
12/29/08	E-mails with client regarding lift stay issues, including insurance coverage issues and EEOC consent decree Douglas M. Foley .40 hours at 525.00 per hour.	\$210.00
12/29/08	E-mails with D. O'Meara and D. Latta regarding procedure for approval of consent decree Sarah B. Boehm .20 hours at 400.00 per hour.	\$80.00
12/29/08	Draft suggestions in bankruptcy and violations of automatic stay letters to counsel Daniel F. Blanks .50 hours at 350.00 per hour.	\$175.00
12/30/08	E-mails with client and debtors professionals regarding pending lift stay motions (.4); analyze insurance coverage issues on Funch matter (.2); review lien suit issues and e-mails with client regarding same and stay violation letter (.4) Douglas M. Foley 1.00 hours at 525.00 per hour.	\$525.00
12/30/08	Analyze New Hampshire pleadings, draft letter regarding violation of automatic stay and e-mails regarding same Sarah B. Boehm .40 hours at 400.00 per hour.	\$160.00

12/30/08 Draft letters to counsel to initiated  
litigation regarding automatic stay violations  
and file suggestions in bankruptcy regarding  
same  
Daniel F. Blanks 1.30 hours at 350.00 per hour. \$455.00

12/31/08 E-mails regarding Funch lift stay matter and  
stay violation letter relating to lien suit  
against NH store location  
Douglas M. Foley .80 hours at 525.00 per hour. \$420.00

12/31/08 Revise and finalize automatic stay violation  
letter regarding New Hampshire case and e-mails  
regarding same  
Sarah B. Boehm .30 hours at 400.00 per hour. \$120.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$525.00	13.3	\$6,982.50
Sarah B. Boehm	\$400.00	5.0	\$2,000.00
Daniel F. Blanks	\$350.00	20.4	\$7,140.00
TOTAL FEES		38.7	\$16,122.50

**Re: Credit Cards**

Our File No. 2055557-0110  
Circuit City Contact R. Hedgebeth  
McGuireWoods Contact D. Hayes

12/11/08 Review and analyze proposed stipulation with  
Chase regarding co-branded credit card  
agreement  
Douglas M. Foley .30 hours at 525.00 per hour. \$157.50

12/11/08 Analyze issues and correspondence regarding  
Chase stipulation  
Sarah B. Boehm .30 hours at 400.00 per hour. \$120.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$525.00	0.3	\$157.50
Sarah B. Boehm	\$400.00	0.3	\$120.00
TOTAL FEES		0.6	\$277.50

**Re: Executory Contracts**

Our File No. 2055557-0140  
Circuit City Contact R. Hedgebeth  
McGuireWoods Contact D. Hayes



12/01/08 E-mails and telephone conferences with chambers  
and I. Fredericks regarding Panasonic 9019  
motion and expedited relief and related issues  
Daniel F. Blanks .80 hours at 350.00 per hour. \$280.00

12/05/08 Review contract and 9019 motion for Panasonic  
and e-mails with I. Fredericks regarding same  
Daniel F. Blanks .70 hours at 350.00 per hour. \$245.00

12/08/08 Draft order denying Shopping.com's order for  
adequate assurance and e-mails regarding same  
Sarah B. Boehm .60 hours at 400.00 per hour. \$240.00

12/12/08 Review, analyze, revise, and file multiple  
motions to reject certain executory contracts  
and related relief and draft notices regarding  
same and conferences and e-mails with I.  
Fredericks regarding same  
Daniel F. Blanks 2.50 hours at 350.00 per hour. \$875.00

12/19/08 Telephone conference with counterparties  
counsel and debtors professionals regarding  
motion for rejection of employment agreements  
and review and analyze responses filed by  
counterparties for hearing preparation on  
December 22, 2008  
Douglas M. Foley 1.10 hours at 525.00 per hour. \$577.50

12/23/08 Telephone conference and e-mails with opposing  
counsel on executory contract rejection order  
and extended objection deadline and hearing  
date for January 16th and status going forward  
Douglas M. Foley .80 hours at 525.00 per hour. \$420.00

12/29/08 Telephone conference with counsel for executory  
contract rejection parties relating to  
employment agreements and analyze issues  
regarding same  
Douglas M. Foley .90 hours at 525.00 per hour. \$472.50

12/30/08 Analyze pleadings and telephone conference with  
counsel for J. Stacia regarding objection to  
motion to reject executory contract (.7);  
multiple calls and e-mails regarding same (.3);  
e-mails regarding status of various executory  
contracts and timing of assumption or rejection  
(.3)  
Sarah B. Boehm 1.30 hours at 400.00 per hour. \$520.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$525.00	2.8	\$1,470.00
Sarah B. Boehm	\$400.00	1.9	\$760.00

Daniel F. Blanks	\$350.00	4.0	\$1,400.00
TOTAL FEES		8.7	\$3,630.00

**Re: Litigation**

**Our File No. 2055557-0150**  
**Circuit City Contact R. Hedgebeth**  
**McGuireWoods Contact D. Hayes**

12/01/08 Several telephone conferences and e-mails with committee professionals, bank professionals, and debtors professionals regarding document production protocol and status of standstill on discovery and status of DIP litigation  
Douglas M. Foley 2.30 hours at 525.00 per hour. \$1,207.50

12/01/08 Telephone calls with committee counsel, bank counsel, et al. regarding discovery issues (1.5); manage document collection (.5)  
Anne Bentley McCray 2.00 hours at 425.00 per hour. \$850.00

12/01/08 Multiple e-mails and telephone conferences regarding discovery requests from Committee regarding DIP and related issues and analyze strategies regarding same  
Daniel F. Blanks 1.30 hours at 350.00 per hour. \$455.00

12/01/08 Creditors Committee Litigation: communicate with A. McCray regarding strategy related to custodian interviews and schedule thereof (.3); communicate with F. Telegadas regarding custodian interviews and strategy related thereto (.2); communicate with M. Dylak regarding custodian interviews and strategy related thereto (.1); conduct custodian interviews at Circuit City (3.4); communicate with H. Feller regarding custodian interviews and results thereof (.1)  
Michelle M. Christian 4.10 hours at 285.00 per hour. \$1,168.50

12/01/08 Assist with interviews and collection  
Gloria K. Dagrosa .80 hours at 200.00 per hour. \$160.00

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12/02/08	Creditors Committee Litigation: communicate with A. McCray regarding strategy related to custodian interviews and document collection (.6); communicate with client regarding strategy and scheduling of custodian interviews and document identification and collection (.5); communicate with staff regarding document collection (.2)	Michelle M. Christian	1.30 hours at 285.00 per hour.	\$370.50
12/02/08	Review collection box logs and interview memoranda	Gloria K. Dagrosa	.50 hours at 200.00 per hour.	\$100.00
12/02/08	Creditors Committee Litigation: process and prepare documents for attorney review	Margaret E. Dylak	2.70 hours at 145.00 per hour.	\$391.50
12/02/08	Creditors Committee Litigation: index documents collected from R. Robinson	Emily S. Conway	3.40 hours at 75.00 per hour.	\$255.00
12/02/08	Index materials collected from client	Ralph A. Stoewe	4.80 hours at 75.00 per hour.	\$360.00
12/02/08	Return materials to clients offices	Ralph A. Stoewe	1.50 hours at 75.00 per hour.	\$112.50
12/03/08	Telephone calls and e-mails regarding Circuit City collection and review	Anne Bentley McCray	.70 hours at 425.00 per hour.	\$297.50
12/03/08	Creditors Committee Litigation: prepare review protocol in preparation for review of documents (1.8); communicate with F. Telegadas regarding custodian interviews and strategy related thereto (.4); communicate with M. Dylak regarding custodian interviews and strategy related thereto (.3); communicate with D. Menthe regarding document review and strategy related thereto (.1)	Michelle M. Christian	2.60 hours at 285.00 per hour.	\$741.00
12/03/08	Creditors Committee Litigation: correspondence regarding document collection	Margaret E. Dylak	.20 hours at 145.00 per hour.	\$29.00
12/04/08	E-mails regarding document production for DIP litigation and review protocol regarding same	Douglas M. Foley	.70 hours at 525.00 per hour.	\$367.50

12/04/08	Telephone calls and e-mails regarding document review and status of bankruptcy proceedings Anne Bentley McCray .70 hours at 425.00 per hour.	\$297.50
12/04/08	Creditors Committee Litigation: communicate with M. Dylak and G. Dagrossa regarding custodian interviews and strategy related thereto (.2); Communicate with A. McCray regarding custodian interviews, document collection, and strategy related thereto (.2); conduct and participate in training on database in preparation for review (.8); Communicate with review team regarding document review and strategy related thereto (.4) Michelle M. Christian 1.60 hours at 285.00 per hour.	\$456.00
12/04/08	Prepare for training reviewers (.6); telephone conference with M. Christian regarding same (.2) Gloria K. Dagrosa .80 hours at 200.00 per hour.	\$160.00
12/04/08	Creditors Committee Litigation: assist with document collection Margaret E. Dylak 1.40 hours at 145.00 per hour.	\$203.00
12/04/08	Correspondence with M. Christian regarding review protocol Kathryn C. Morrison .10 hours at 75.00 per hour.	\$7.50
12/04/08	Index materials collected from client Ralph A. Stoewe .70 hours at 75.00 per hour.	\$52.50
12/05/08	Telephone conference with Intel's attorney (.1); e-mails to and from Intel's attorney (.1) Howard Feller .20 hours at 545.00 per hour.	\$109.00
12/05/08	E-mails and telephone conferences regarding preparation for production of documents and DIP litigation and review search terms and protocol Douglas M. Foley .50 hours at 525.00 per hour.	\$262.50
12/05/08	Telephone calls and e-mails regarding hearing and discovery planning (.7); review document review protocol (.3) Anne Bentley McCray 1.00 hours at 425.00 per hour.	\$425.00
12/05/08	Analyze complaint filed by Greystone Data Systems, Inc. Joseph S. Sheerin .30 hours at 400.00 per hour.	\$120.00

12/05/08	Draft letter to CPSC regarding incident report and e-mail to M. Roberts regarding same (.4); draft letter to manufacturer forwarding CPSC incident report (.3); e-mail to M. Droese regarding same (.1)	Martha J. Swicegood	.80 hours at 335.00 per hour.	\$268.00
12/05/08	Analyze issues regarding committee DIP litigation	Sarah B. Boehm	.40 hours at 400.00 per hour.	\$160.00
12/05/08	Creditors Committee Litigation: review documents to determine responsiveness to first request to debtors for production of documents	Warren E. Greth Jr.	1.30 hours at 255.00 per hour.	\$331.50
12/05/08	Creditors' Committee Litigation: meeting concerning response to requests for document production	Darrel C. Menthe	1.00 hours at 415.00 per hour.	\$415.00
12/05/08	Creditors Committee Litigation: prepare/train for document review	Tracy Evans Moyer	.50 hours at 415.00 per hour.	\$207.50
12/05/08	Creditors Committee Litigation: communicate with A. McCray regarding custodian interviews, document collection, and strategy related thereto (1.2); communicate with review team regarding document review and strategy related thereto (.9); review documents in database in preparation for document production in response to request for production (4.3); conduct quality control review of documents in preparation for document production in response to request for production (2.1)	Michelle M. Christian	8.50 hours at 285.00 per hour.	\$2,422.50
12/05/08	Creditors Committee Litigation: review documents to determine responsiveness to First Request to Debtors for Production of Documents	Suzanne S. Long	1.30 hours at 305.00 per hour.	\$396.50
12/05/08	Prepare for and attend training regarding electronic document review	Gloria K. Dagrosa	2.30 hours at 200.00 per hour.	\$460.00
12/05/08	Creditors Committee Litigation: assist with document collection	Margaret E. Dylak	1.00 hours at 145.00 per hour.	\$145.00

12/05/08	Attend database training Paul J. Allen .70 hours at 130.00 per hour.	\$91.00
12/05/08	Creditors Committee Litigation: assist with document collection Emily S. Conway 3.20 hours at 75.00 per hour.	\$240.00
12/05/08	Creditors Committee Litigation: index documents collected Emily S. Conway .80 hours at 75.00 per hour.	\$60.00
12/05/08	Assist with document collection project Kathryn C. Morrison 1.60 hours at 75.00 per hour.	\$120.00
12/07/08	E-mails regarding preparation for "meet and confer" call with committee counsel regarding DIP litigation and analyze issues regarding same and documents production Douglas M. Foley 1.20 hours at 525.00 per hour.	\$630.00
12/07/08	Planning for document review (1.0); e-mails with vendors regarding term searching and process (.4) Anne Bentley McCray 1.40 hours at 425.00 per hour.	\$595.00
12/07/08	Analyze issues regarding committee document request and protocol for same Sarah B. Boehm .20 hours at 400.00 per hour.	\$80.00
12/08/08	Several telephone conferences and e-mails regarding DIP litigation discovery and analyze issues regarding same and document production and deposition schedules Douglas M. Foley 3.90 hours at 525.00 per hour.	\$2,047.50
12/08/08	Conference call with codefendant (1.0); conference call with committee regarding status of discovery efforts (1.0) Anne Bentley McCray 2.00 hours at 425.00 per hour.	\$850.00
12/08/08	Analyze committee litigation protocol and issues regarding same (.4); multiple calls and e-mails regarding committee DIP litigation (1.2) Sarah B. Boehm 1.60 hours at 400.00 per hour.	\$640.00
12/08/08	Draft and revise settlement and release and e-mail to F. Telegadas regarding same (1.3); review and analyze litigation pending and analyze strategies regarding same (.8) Daniel F. Blanks 2.10 hours at 350.00 per hour.	\$735.00

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12/08/08	Meet with R. Covington concerning document review project Patrick L. Gregory .70 hours at 245.00 per hour.	\$171.50
12/08/08	Creditors' Committee Litigation: review documents in order to respond to First Request to Debtors for Production of Documents. Darrel C. Menthe 2.30 hours at 415.00 per hour.	\$954.50
12/08/08	Creditors Committee Litigation: review background documents for document review (.8); review documents for documents responsive to Creditors Committee First Request to Debtors for Production of Documents (1.9) Tracy Evans Moyer 2.70 hours at 415.00 per hour.	\$1,120.50
12/08/08	Creditors Committee Litigation: communicate with A. McCray regarding custodian interviews, document collection, and strategy related thereto (.9); Communicate with review team regarding document review and strategy related thereto (1.1); review documents in database in preparation for document production in response to request for production (1.6); conduct quality control review of documents in preparation for document production in response to request for production (2.8); communicate with D. Foley regarding "avoidance actions," deposition preparation, and documents related thereto (.3); incorporate changes to document review protocol (.3); analyze K&E documents (.4); communicate with S. Boehm regarding document review and strategy related thereto (.2); communicate with F. Telegadas regarding custodian interviews and confidentiality agreement (.2); participate in conference call with all parties (1.9) Michelle M. Christian 9.70 hours at 285.00 per hour.	\$2,764.50
12/08/08	Creditors Committee Litigation: review document review protocol (.1); review draft confidentiality agreement (.1); review request for production of documents necessary for proper document review (.2); review documents (2.5) Lisa M. Sharp 2.90 hours at 255.00 per hour.	\$739.50

12/08/08	Creditors Committee Litigation: receive instruction regarding document review (.3); review and identify documents for responsiveness and privilege (3.9) Eric B. Martin 4.20 hours at 310.00 per hour.	\$1,302.00
12/08/08	Assist with electronic document collection Gloria K. Dagrosa 5.50 hours at 200.00 per hour.	\$1,100.00
12/08/08	Creditors Committee Litigation: assist with document collection Margaret E. Dylak 2.60 hours at 145.00 per hour.	\$377.00
12/08/08	Creditors Commercial Litigation: index documents collected from R. Robinson and M. Foster Emily S. Conway 4.20 hours at 75.00 per hour.	\$315.00
12/08/08	Assist with collection project Kathryn C. Morrison 1.50 hours at 75.00 per hour.	\$112.50
12/08/08	Document review support for attorneys at the request of M. Christian Cuong Luong 2.70 hours at 75.00 per hour.	\$202.50
12/08/08	Work with C. Luong regarding request for document review support for contract attorney reviewers Wanda C. Bailey .40 hours at 175.00 per hour.	\$70.00
12/09/08	Several telephone conferences and e-mails with client and debtors professionals regarding preparation for discovery, protocol for review of document production and depositions relating to threatened DIP litigation by committee Douglas M. Foley 2.30 hours at 525.00 per hour.	\$1,207.50
12/09/08	Call with bank counsel, et al. regarding discovery (1.0); call with committee regarding same (1.0); telephone calls and e-mails with client and MW team regarding document collection and review status and planning (1.7) Anne Bentley McCray 3.70 hours at 425.00 per hour.	\$1,572.50